



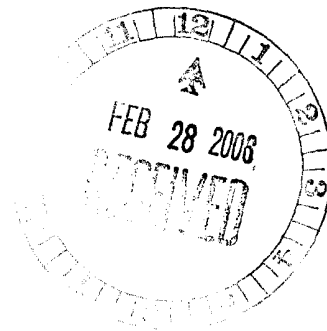
CORPORATION SERVICE COMPANY

RECORDATION NO. 25198-C FILED

FEB 28 '06

4-20 PM

SURFACE TRANSPORTATION BOARD



February 27, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

REF: 150766-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of February 6, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **BNSF RAILWAY COMPANY**
2650 Lou Menk Drive Fort Worth, TX 76131

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **BNSF RAILWAY COMPANY** covering 150 box cars with reporting marks and numbers – ATW 84000 – ATW 84249 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #25198 dated 09/22/04 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 24 day of February, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and BNSF RAILWAY COMPANY, a Delaware corporation, with an address at 2650 Lou Menk Drive, Fort Worth, TX 76131-2830 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Full Service Railcar Lease (the "Lease") dated as of June 23, 2004, effective as of April 16, 2004, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on September 22, 2004 and given Recordation Number 25198.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: C. McGrath
Name: CHARLES McGRATH
Title: VICE PRESIDENT

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BNSF RAILWAY COMPANY

By: John P. Ladd
Name: JOHN P. LADD JR
Title: VP + CTR

Schedule A

Number of Cars		Equipment Description							
150		60' Plate F, cushioned boxcar with 12' plug doors							
1	ATW	84000	53	ATW	87087	105	ATW	84204	
2	ATW	84002	54	ATW	84088	106	ATW	84205	
3	ATW	84003	55	ATW	84089	107	ATW	84206	
4	ATW	84004	56	ATW	84090	108	ATW	84207	
5	ATW	84005	57	ATW	84091	109	ATW	84208	
6	ATW	84006	58	ATW	84093	110	ATW	84209	
7	ATW	84007	59	ATW	84094	111	ATW	84210	
8	ATW	84009	60	ATW	84096	112	ATW	84211	
9	ATW	84010	61	ATW	84144	113	ATW	84212	
10	ATW	84011	62	ATW	84147	114	ATW	84213	
11	ATW	84012	63	ATW	84155	115	ATW	84214	
12	ATW	84014	64	ATW	84157	116	ATW	84215	
13	ATW	84015	65	ATW	84158	117	ATW	84216	
14	ATW	84016	66	ATW	84159	118	ATW	84217	
15	ATW	84017	67	ATW	84160	119	ATW	84218	
16	ATW	84019	68	ATW	84161	120	ATW	84219	
17	ATW	84020	69	ATW	84162	121	ATW	84220	
18	ATW	84023	70	ATW	84163	122	ATW	84221	
19	ATW	84025	71	ATW	84164	123	ATW	84222	
20	ATW	84027	72	ATW	84166	124	ATW	84223	
21	ATW	84029	73	ATW	84167	125	ATW	84224	
22	ATW	84031	74	ATW	84168	126	ATW	84225	
23	ATW	84032	75	ATW	84170	127	ATW	84226	
24	ATW	84033	76	ATW	84171	128	ATW	84227	
25	ATW	84034	77	ATW	84172	129	ATW	84228	
26	ATW	84035	78	ATW	84173	130	ATW	84229	
27	ATW	84036	79	ATW	84175	131	ATW	84230	
28	ATW	84039	80	ATW	84177	132	ATW	84231	
29	ATW	84040	81	ATW	84179	133	ATW	84232	
30	ATW	84041	82	ATW	84181	134	ATW	84233	
31	ATW	84044	83	ATW	84182	135	ATW	84234	
32	ATW	84045	84	ATW	84183	136	ATW	84235	
33	ATW	84047	85	ATW	84184	137	ATW	84236	
34	ATW	84048	86	ATW	84185	138	ATW	84237	
35	ATW	84049	87	ATW	84186	139	ATW	84238	
36	ATW	84050	88	ATW	84187	140	ATW	84239	
37	ATW	84051	89	ATW	84188	141	ATW	84240	
38	ATW	84053	90	ATW	84189	142	ATW	84241	
39	ATW	84054	91	ATW	84190	143	ATW	84242	
40	ATW	84055	92	ATW	84191	144	ATW	84243	
41	ATW	84056	93	ATW	84192	145	ATW	84244	
42	ATW	84058	94	ATW	84193	146	ATW	84245	
43	ATW	84061	95	ATW	84194	147	ATW	84246	
44	ATW	84062	96	ATW	84195	148	ATW	84247	
45	ATW	84063	97	ATW	84196	149	ATW	84248	
46	ATW	84065	98	ATW	84197	150	ATW	84249	
47	ATW	84068	99	ATW	84198				
48	ATW	84070	100	ATW	84199				
49	ATW	84073	101	ATW	84200				
50	ATW	84074	102	ATW	84201				
51	ATW	84080	103	ATW	84202				
52	ATW	84083	104	ATW	84203				